

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
:
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
-----X

**ORDER (I) APPROVING DISCLOSURE STATEMENT, (II) ESTABLISHING
PROCEDURES FOR THE SOLICITATION AND TABULATION
OF VOTES TO ACCEPT OR REJECT THE JOINT LIQUIDATING
PLAN OF REORGANIZATION, (III) SCHEDULING A CONFIRMATION
HEARING, AND (IV) APPROVING RELATED NOTICE PROCEDURES**

Upon the motion ("Motion") of the above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively, the "Debtors"), seeking entry of an order (this "Order") (i) approving the Disclosure Statement,¹ (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, (iii) scheduling a Confirmation Hearing, and (iv) approving related notice procedures, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having filed with the Court the Disclosure Statement and the Plan; and due and adequate notice of the Motion having been given in accordance with Bankruptcy Rules 2002 and 3017; and it appearing that no other or further notice need be given; after due deliberation thereon, the Court having determined, for the reasons stated in the Motion and based on the record in these cases and at the hearing on April 14, 2010 in consideration of the same, that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties-in-interest; and upon all of the

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
3. The Disclosure Statement, attached hereto as Exhibit A, complies with Section 1125 of the Bankruptcy Code and is hereby approved as containing “adequate information” within the meaning of Section 1125 of the Bankruptcy Code.
4. Any objections to approval of the Disclosure Statement are hereby overruled.
5. The Solicitation Procedures (and the form and manner of notice thereof), including the notice of non-voting status (substantially in the form annexed hereto as Exhibit B), the form of ballot (substantially in the form annexed hereto as Exhibit C), the Solicitation Commencement Date of April 20, 2010, the Voting Deadline of May 20, 2010, the Solicitation Package, the Record Date of April 14, 2010, the Tabulation Rules, and all other Solicitation Procedures described in the Motion, are hereby approved; provided, however, that the Debtors have reserved, subject to Court approval, the right to further amend or supplement the Solicitation Procedures to better facilitate the solicitation process.
6. The temporary allowance of claims for voting purposes does not constitute an allowance of such claims for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors and the Liquidating Trust Administrator in any other context, including the right of the Debtors and the Liquidating Trust Administrator to contest the

amount, validity or classification of any claim for purposes of allowance and distribution under the Plan.

7. The Confirmation Procedures, including the Confirmation Hearing Notice (substantially in the form annexed hereto as Exhibit D) and the form and manner of service and publication thereof, and all other Confirmation Procedures described in the Motion, are hereby approved; provided, however, that the Debtors have reserved, subject to Court approval, the right to further amend or supplement the Confirmation Procedures to better facilitate the confirmation process.

8. The Confirmation Hearing is scheduled to be held before the Honorable Robert E. Gerber of the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”), One Bowling Green, New York, NY 10006, Courtroom 621, on **May 27, 2010 at 10:30 a.m. (prevailing Eastern Time)**, which date may be continued from time-to-time without further notice other than the announcement at such time of the date or dates of any adjourned hearing.

9. Any objections to the Plan must: (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with General Order M-242 (General Order M-242 and the User’s Manual for the Electronic Case Filing System which can be found at the Bankruptcy Court’s official website (www.nysb.uscourts.gov)), by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word

processing format (with a hard copy delivered to Chambers) and served in accordance with General Order M-242, so as to be ***actually received*** not later than **5:00 p.m. (prevailing Eastern Time) on May 18, 2010** (“Objection Deadline”) and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (a) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Arthur J. Steinberg and Heath D. Rosenblat (counsel for the Debtors); (b) Solstice LLC, 601 Union Street, Suite 4200, Seattle, Washington 98101, Attn:Carolynn Rockafellow; (c) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Greg M. Zipes; and (d) Arent Fox LLP, 1675 Broadway, New York, New York 10019, Attn: Schuyler G. Carroll and Ronni N. Arnold (counsel for the Official Committee of Unsecured Creditors).

10. The Debtors and any other party-in-interest shall file replies, if any, to objections to confirmation of the Plan by **May 25, 2010, at 5:00 p.m. (prevailing Eastern time)**.

11. On or before **April 23, 2010**, the Debtors shall cause notice (substantially in the form annexed hereto as Exhibit D) of the Confirmation Hearing to be published in *The Wall Street Journal* (Global Edition).

12. The terms of this Order shall be binding upon the Debtors, all creditors of the Debtors, and any trustees appointed in these proceedings or any trustees appointed in any subsequent proceedings under Chapter 7 or Chapter 11 of the Bankruptcy Code relating to the Debtors, and all other parties-in-interest.

13. All time periods set forth in this Order shall be calculated in accordance with Fed. R. Bankr. P. 9006(a).

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

15. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit A

See Disclosure Statement filed March 11, 2010

Exhibit B

Notice of Non-Voting Status

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
:
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
-----X

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
CLASSES DEEMED TO EITHER ACCEPT OR REJECT THE PLAN**

PLEASE TAKE NOTICE that on March 11, 2010, Solstice, LLC ("Solstice"), its management company Solstice Management, LLC, and certain direct or indirect subsidiaries (collectively, the "Subsidiary Debtors")¹, as debtors and debtors-in-possession (collectively, the "Debtors"), filed the Disclosure Statement ("Disclosure Statement") and the *Joint Liquidating Plan of Reorganization* ("Plan"). On _____, 2010, the Bankruptcy Court entered an order (i) approving the Disclosure Statement, (ii) scheduling a hearing to consider confirmation of the Plan, and (iii) establishing various deadlines and procedures, including those set forth in this notice ("Solicitation Procedures Order"). The Debtors are using the Disclosure Statement in connection with the solicitation of acceptances of the Plan from the holders of certain impaired claims in the Debtors who are entitled to vote to accept or reject the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE EITHER NOT IMPAIRED (DEEMED TO ACCEPT THE PLAN) OR IMPAIRED (DEEMED TO REJECT THE PLAN) AND, THEREFORE, PURSUANT TO SECTION 1126(f) AND (g) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE EITHER ACCEPTED OR REJECTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), YOU SHOULD CONTACT COUNSEL FOR THE DEBTORS, KING & SPALDING LLP, 1185 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10036, ATTN: HEATH ROSENBLAT, TELEPHONE NO. (212) 556-2124. ALTHOUGH YOU ARE NOT ENTITLED TO VOTE ON THE PLAN WITH RESPECT TO YOUR CLAIM(S), YOU ARE A PARTY-IN-INTEREST IN THE DEBTORS' CHAPTER 11 CASES. ACCORDINGLY, YOU ARE ENTITLED TO PARTICIPATE IN THE CHAPTER 11 CASES, INCLUDING FILING OBJECTIONS TO CONFIRMATION OF THE PLAN.

¹ The Subsidiary Debtors consist of the following fourteen (14) entities: (i) Solstice Ownership I, LLC; (ii) Solstice Ownership II, LLC; (iii) Solstice Ownership III, LLC; (iv) Solstice Ownership IV, LLC; (v) Solstice Ownership V, LLC; (vi) Solstice Ownership VI, LLC; (vii) Solstice Ownership VII, LLC; (viii) Sea Vision I, LLC; (ix) Parallel I LLC; (x) Parallel Aspen, LLC; (xi) Parallel Management LLC; (xii) 163 Charles Street No. 4 New York, LLC; (xiii) 163 Charles Street No. 5 New York, LLC; and (xiv) Solstice Ownership 7, S.r.l. ("SRL").

PLEASE TAKE FURTHER NOTICE that the hearing to confirm the Plan (“Confirmation Hearing”) will commence on _____, **2010 at _____ (prevailing Eastern Time)**, or as soon thereafter as counsel can be heard, before the Honorable Robert E. Gerber of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10006, Courtroom 621. The Confirmation Hearing may be continued from time-to-time by the announcement of such continuance in open court or otherwise, all without further notice to parties-in-interest, and the Plan may be modified pursuant to 11 U.S.C. § 1127 prior to, during or as a result of the Confirmation Hearing, without further notice to parties-in-interest.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has established _____, **2010 at 5:00 p.m. (prevailing Eastern Time)** as the deadline for filing and serving objections to confirmation of the Plan (“Objection Deadline”). Objections not timely filed and served will be overruled by the Court. To be considered by the Court, any objections to the Plan must be (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with General Order M-242 (General Order M-242 and the User’s Manual for the Electronic Case Filing System which can be found at the Bankruptcy Court’s official website (www.nysb.uscourts.gov)), by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard copy delivered to Chambers) and served in accordance with General Order M-242, so as to be **actually received** not later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010** and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (a) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Arthur J. Steinberg and Heath D. Rosenblat (counsel for the Debtors); (b) Solstice LLC, 601 Union Street, Suite 4200, Seattle, Washington 98101, Attn: Carolynn Rockafellow; (c) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Greg M. Zipes; and (d) Arent Fox LLP, 1675 Broadway, New York, New York 10019, Attn: Schuyler G. Carroll and Ronni N. Arnold (counsel for the Official Committee of Unsecured Creditors).

[Text Continued On The Next Page]

PLEASE TAKE FURTHER NOTICE that any party-in-interest wishing to obtain a copy of the Disclosure Statement, the Plan, or the Solicitation Procedures Order may request such copies by contacting counsel for the Debtors, King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat, Telephone No. (212) 556-2124.

Dated: _____, 2010
New York, New York

KING & SPALDING LLP

By: _____
Arthur J. Steinberg
Heath D. Rosenblat
King & Spalding LLP
1185 Avenue of the Americas
New York, NY 10036
Telephone: (212) 556-2100
Facsimile: (212) 556-2222

Counsel for the Debtors

Exhibit C
Form of Ballot

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
-----X

INSTRUCTIONS FOR COMPLETING BALLOT

The attached ballot was sent to you either because: (1) Solstice, LLC and its direct and indirect affiliates (collectively, "Debtors") listed you as a holder of a claim which is not contingent, unliquidated or disputed in their schedules of liabilities; or (2) you filed a proof of claim with the Court evidencing a claim. The amount of your claim for voting purposes is indicated on the first page of the attached ballot.

Under the *Joint Liquidating Plan of Reorganization* filed on March 11, 2010 ("Plan"), claims in Classes 3 and 4 are impaired, and the holders of such claims are entitled to vote to accept or reject the Plan. If (a) your claim has been scheduled as not contingent, unliquidated or disputed, or (b) you have filed a proof of claim not subject to any objection by the Debtors, your claim has been provisionally allowed for the purpose of voting to accept or reject the Plan, in the amount for which such claim has been scheduled or filed. **The attached ballot is not a proof of claim form, nor an admission by the Debtors of the nature, validity, or amount of your claim.**

The Plan can be confirmed by the Court and thereby made binding on you even if you do not vote, or if you reject the Plan, if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims or interest that actually vote in each impaired class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. To have your vote count, you must complete and return the attached ballot.

PLEASE READ AND FOLLOW THESE INSTRUCTIONS CAREFULLY.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN YOUR BALLOT TO THE ADDRESS SET FORTH ON THE ENCLOSED PRE-PAID ENVELOPE SO THAT IT IS RECEIVED ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON _____, 2010 ("VOTING DEADLINE"). BALLOTS CAST BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE COUNTED WITHOUT THE WRITTEN CONSENT OF THE DEBTORS.

Creditors may not split their vote on the Plan. If you are submitting a vote with respect to multiple claims that you hold, you must vote your entire claim in any single class the same way (*i.e.*, all "accept" or "reject").

An authorized signatory of a holder of your claim may execute the attached ballot, but must provide the name and address of the holder of such claims on the ballot and must submit evidence demonstrating such signatory's authorization to vote on behalf of such holder. Authorized signatories voting on behalf of more than one holder of claims eligible to vote must complete a separate ballot for each such holder.

Any ballot that is illegible, contains insufficient information to permit the identification of the claimant, or is not signed, ***will not be counted***.

Any entity entitled to vote may withdraw or change its vote by mailing a notice of withdrawal or a superseding ballot to the Debtors' counsel at King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat, so that it is received on or before the Voting Deadline.

The attached ballot has been prepared to reflect the class in which you are eligible to vote. If you have claims in more than one class, you must submit a separate ballot for each class of claims. If you receive more than one ballot, you should complete and return one ballot for each class in which you are voting. If your ballot is damaged or lost, or if you did not receive a ballot, you may request a replacement by addressing a written request to the Debtors' counsel at: King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat. If you have any questions, please contact Debtors' counsel at (212) 556-2124.

Ballots are being sent to all holders of impaired claims entitled to vote on the Plan as of the voting record date of _____, 2010. Pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Bankruptcy Court may estimate and temporarily allow a claim for the purpose of voting on the Plan. The Debtors may seek an order of the Court temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for the purpose of distributions under the Plan.

This ballot is for voting purposes only and does not constitute and should not be deemed a proof of claim or an admission by the Debtors of the validity of a claim.

You must provide all of the information requested by this ballot. Failure to do so may result in the disqualification of your vote.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
:
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
-----X

CLASS 3 AND CLASS 4 BALLOT

Solstice, LLC ("Solstice"), its management company Solstice Management, LLC, and certain direct or indirect subsidiaries (collectively, the "Subsidiary Debtors")¹, as debtors and debtors-in-possession herein (collectively, the "Debtors") filed the *Joint Liquidating Plan of Reorganization* ("Plan") on March 11, 2010. The Court approved the Disclosure Statement for the Plan ("Disclosure Statement") on _____, 2010. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the Disclosure Statement, you may obtain a copy from counsel for the Debtors, King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat, Telephone No. (212) 556-2124. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

IF YOUR BALLOT IS NOT RECEIVED BY COUNSEL FOR THE DEBTORS, KING & SPALDING LLP, 1185 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10036, ATTN: HEATH D. ROSENBLAT, ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON _____, 2010, AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

PLEASE NOTE: BALLOTS SENT BY FACSIMILE OR EMAIL TRANSMISSION WILL NOT BE COUNTED.

¹ The Subsidiary Debtors consist of the following fourteen (14) entities: (i) Solstice Ownership I, LLC; (ii) Solstice Ownership II, LLC; (iii) Solstice Ownership III, LLC; (iv) Solstice Ownership IV, LLC; (v) Solstice Ownership V, LLC; (vi) Solstice Ownership VI, LLC; (vii) Solstice Ownership VII, LLC; (viii) Sea Vision I, LLC; (ix) Parallel I LLC; (x) Parallel Aspen, LLC; (xi) Parallel Management LLC; (xii) 163 Charles Street No. 4 New York, LLC; (xiii) 163 Charles Street No. 5 New York, LLC; and (xiv) Solstice Ownership 7, S.r.l. ("SRL").

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE DEBTORS' COUNSEL AT (212) 556-2124.

Item 1. **Amount of Claim.** The undersigned certifies that as of _____, 2010, the undersigned held a claim in the following unpaid amount: \$_____.

Item 2. **Vote on Plan (Please Check Only One Box)**

The undersigned: ☐ **ACCEPTS** (votes FOR) the Plan.

☐ **REJECTS** (votes AGAINST) the Plan.

If you vote to accept the Plan, you are specifically consenting to the releases and exculpations contained in the Plan. Such releases and exculpations include, but are not limited to, the releases and exculpations contained in Section 10.6 of the Plan.

Any ballot which is executed but which does not indicate either an acceptance or rejection of the Plan or which indicates both an acceptance and a rejection of the Plan will be deemed ineligible.

Item 3. By signing this ballot, the undersigned hereby certifies that: (i) the undersigned is the owner of the claim to which this ballot pertains, or the authorized signatory of such owner, and has full power and authority to vote to accept or reject the Plan, and (ii) the undersigned has been provided with a copy of the Plan and the Disclosure Statement.

Name of Voter: _____
(Print or Type)

Federal Tax I.D. No.: _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Address: _____
(Street)

(City, State, Zip Code)

Telephone Number: _____

Date Completed: _____

Exhibit D

Confirmation Hearing Notice

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
:
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
-----X

**NOTICE OF CONFIRMATION HEARING AND
DEADLINE FOR OBJECTING TO CONFIRMATION**

PLEASE TAKE NOTICE that on March 11, 2010, Solstice, LLC ("Solstice"), its management company Solstice Management, LLC, and certain direct or indirect subsidiaries (collectively, the "Subsidiary Debtors")¹, as debtors and debtors-in-possession (collectively, the "Debtors"), filed the Disclosure Statement ("Disclosure Statement") and the *Joint Liquidating Plan of Reorganization* ("Plan"). On _____, 2010, the Bankruptcy Court entered an order (i) approving the Disclosure Statement, (ii) scheduling a hearing to consider confirmation of the Plan, and (iii) establishing various deadlines and procedures, including those set forth in this notice ("Solicitation Procedures Order").

HEARING ON CONFIRMATION OF THE PLAN

1. The hearing to confirm the Plan ("Confirmation Hearing") will commence on _____, **2010 at _____ (prevailing Eastern Time)**, or as soon thereafter as counsel can be heard, before the Honorable Robert E. Gerber of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10006, Courtroom 621. The Confirmation Hearing may be continued from time-to-time by the announcement of such continuance in open court or otherwise, all without further notice to parties-in-interest, and the Plan may be modified pursuant to 11 U.S.C. § 1127 prior to, during or as a result of the Confirmation Hearing, without further notice to parties-in-interest.

VOTING DEADLINE AND VOTING INFORMATION

2. The Bankruptcy Court has fixed _____, **2010 at 5:00 p.m. (prevailing Eastern Time)** as the deadline by which ballots accepting or rejecting the Plan must be received by the Debtors' counsel. In order to be counted as a vote to accept or reject the Plan, each ballot must be properly executed, completed and delivered to Debtors' counsel (i) by first-class mail, in the return envelope provided with each ballot, (ii) by overnight courier, or (iii) by personal

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delivery, in each instance so that it is ***actually received*** by Debtors' counsel no later than **5:00 p.m. (prevailing Eastern Time)** on _____, 2010.

RELEASES AND EXCULPATIONS

3. In connection with the confirmation of the Plan, the Debtors are seeking approval of certain releases and exculpations, including releases and exculpations of the Debtors and certain nondebtor entities, that will become effective and binding on the Effective Date (as defined in the Plan) in accordance with the terms of the Plan and Confirmation Order (as defined in the Plan). These releases and exculpations are described in detail in the Disclosure Statement.

OBJECTION DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO THE PLAN

4. The Bankruptcy Court has established _____, 2010 at 5:00 p.m. (prevailing Eastern Time) as the deadline for filing and serving objections to confirmation of the Plan ("Objection Deadline"). Objections not timely filed and served will be overruled by the Court.

5. To be considered by the Court, any objections to the Plan must be (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System which can be found at the Bankruptcy Court's official website (www.nysb.uscourts.gov)), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard copy delivered to Chambers) and served in accordance with General Order M-242, so as to be ***actually received*** not later than **5:00 p.m. (prevailing Eastern Time)** on _____, 2010 and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (a) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Arthur J. Steinberg and Heath D. Rosenblat (counsel for the Debtors); (b) Solstice LLC, 601 Union Street, Suite 4200, Seattle, Washington 98101, Attn:Carolynn Rockafellow; (c) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Greg M. Zipes; and (d) Arent Fox LLP, 1675 Broadway, New York, New York 10019, Attn: Schuyler G. Carroll and Ronni N. Arnold (counsel for the Official Committee of Unsecured Creditors).

INFORMATION AND DOCUMENTS

6. Any party-in-interest wishing to obtain a copy of the Disclosure Statement, the Plan, or the Solicitation Procedures Order may request such copies by contacting counsel for the Debtors, King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat, Telephone No. (212) 556-2124.

Dated: _____, 2010
New York, New York

KING & SPALDING LLP

By: _____
Arthur J. Steinberg
Heath D. Rosenblat
King & Spalding LLP
1185 Avenue of the Americas
New York, NY 10036
Telephone: (212) 556-2100
Facsimile: (212) 556-2222

Counsel for the Debtors